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December 5, 2005

VIA ELECTRONIC MAIL SERVICE AND 1st CLASS MAIL

The Honorable Charles L.A. Terreni
Chief Clerk
South Carolina Public Service Commission
Post Office Drawer 11649
Columbia, South Carolina 29211

RE: PAETEC Communications, Inc. and American Long Lines, Inc.
For Approval of Merger, Discontinuance of Service and
Cancellation of Authority
Docket No. 2005-290-C, Our File No. 1080-10327

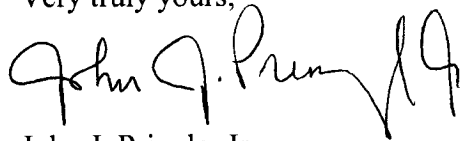
Dear Mr. Terreni:

Enclosed is the original and twenty-five (25) copies of the **Verified Testimony of John Thomas Ambrosi** filed on behalf of PAETEC Communications, Inc. and American Long Lines, Inc. in the above-referenced docket.

JP Please acknowledge your receipt of this document by file-stamping the copy of this letter enclosed, and returning it in the enclosed envelope.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,



John J. Pringle, Jr.

JJP/cr

cc: Office of Regulatory Staff Legal Department
Mary K. O'Connell, Esquire
Enclosures

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S.C. PUBLIC SERVICE COMMISSION
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BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2005-290-C

IN RE:

Joint Application of PAETEC
COMMUNICATIONS, INC. and
AMERICAN LONG LINES, INC.

For Approval of Merger, Discontinuance
of Service, and Cancellation of
Authority

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**VERIFIED TESTIMONY OF JOHN
THOMAS AMBROSI**

Q. Would you please state your name, title and business address for the record?

A. John Thomas Ambrosi, Vice President of Carrier and Government Relations of
PAETEC Communications, Inc, a wholly owned subsidiary of PAETEC Corp.
("PAETEC"). Our offices are located at One PAETEC Plaza, 600 Willowbrook
Office Park, Fairport, NY 14450.

Q. What is the purpose of your testimony?

A. The purpose of my testimony is to describe the proposed corporate reorganization
whereby American Long Lines, Inc. ("AMLL"), a certificated
telecommunications carrier in the State of South Carolina, will be merged into
PAETEC Communications, Inc. ("PAETEC"), also a certificated
telecommunications carrier in the State of South Carolina. Both PAETEC and
AMLL are currently wholly-owned subsidiaries of PAETEC Corp.

1 **Q. Do PAETEC and Long Lines presently hold authority from the**
2 **Commission?**

3 A. Yes. PAETEC is authorized to provide Interexchange Services pursuant to
4 certification granted by the Commission in Docket No. 98-404-C on January 26,
5 1999 by Order No. 1999-60. AMLL is authorized to provide Intrastate
6 Interexchange Resale Services in South Carolina pursuant to certification granted
7 by the Commission in Docket No. 96-397-C on May 20, 1997 by Order No. 1997-
8 429.

10 **Q. Please describe the proposed transaction.**

11 A. PAETEC and AMLL, which are both wholly-owned subsidiaries of PAETEC
12 Corp., propose to undergo a transaction whereby AMLL will be merged into
13 PAETEC, PAETEC will provide service to the AMLL customers, and AMLL will
14 discontinue providing service to its customers. The proposed merger and
15 discontinuance will result in a change in the service provider for AMLL's current
16 customers, and those customers will become the customers of PAETEC.

18 **Q. How will the proposed transaction serve the public interest?**

19 A. The primary objective of the transaction is to achieve greater corporate
20 efficiencies by eliminating duplicative billing systems, customer service
21 operations, and other internal processes maintained by the parties. While both
22 PAETEC and AMLL are wholly-owned subsidiaries of PAETEC Corp., the
23 companies continue to maintain separate billing systems, customer service

1 operations, and other internal processes that are largely duplicative. The proposed
2 transaction will serve the public interest by combining the financial resources and
3 complementary operating, technical, and managerial strengths of PAETEC and
4 AMLL to better serve the companies' constituent subscribers. Petitioners
5 anticipate that the proposed transaction will result in a more efficient company
6 better equipped to accelerate its growth as a competitive telecommunications
7 provider.

8
9 **Q. Will the separate existence of AMLL continue after the transfer of control?**

10 A. No. Following the transaction, AMLL's certificate will be cancelled, and
11 PAETEC will provide telecommunications services to AMLL's current customers
12 pursuant to the authority previously granted to PAETEC by the Commission. The
13 rates, terms, and conditions of service will be provided pursuant to existing
14 contracts assumed by PAETEC, or pursuant to PAETEC's tariffs. There will be
15 no immediate changes to the rates and services provided to AMLL's existing
16 customers, and upon expiration of any service contracts with those customers,
17 they will have the option to continue service with PAETEC pursuant to its then-
18 current rates, terms, and conditions or other negotiated agreements, or to select
19 service from another telecommunications service provider.

1 **Q. How will the transfer of control affect AMLL's current customers in South**
2 **Carolina?**

3 A. AMLL has 17 long distance customers in the State of South Carolina. These
4 customers will be notified thirty (30) days prior to the proposed transaction date
5 of 12/31/05 that PAETEC, an affiliate of AMLL, will become their long distance
6 provider unless the customers select another carrier within the thirty (30) day
7 period. PAETEC's management, which oversees AMLL's current operations,
8 will ensure that AMLL's customers continue to receive high quality and innovate
9 services before and after the transition. Affected customers will receive the same
10 services from PAETEC that they currently receive from AMLL, and PAETEC
11 will continue to provide services pursuant to its own certificate of public
12 convenience and necessity, as referenced above.

13
14 **Q. Does this complete your testimony at this time?**

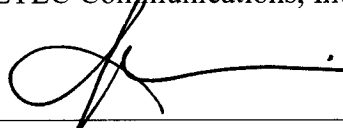
15 A. Yes, it does.

VERIFICATION

STATE OF NEW YORK §
 §
CITY OF FAIRPORT §

I, John Thomas Ambrosi, first duly sworn, on my oath and in my capacity as Vice President of Carrier and Government Relations of PAETEC Communications, Inc., state that I am authorized to provide on behalf of PAETEC Communications, Inc. this Testimony, and have knowledge of the matters stated in this Testimony, and that said matters are true and correct to the best of my knowledge and belief.

Name: John Thomas Ambrosi
Title: Vice President of Carrier and
Government Relations
PAETEC Communications, Inc.



Signature

Subscribed and sworn to (or affirmed) before me, KAREN F. FERRINI, Notary Public, on this 1st day of Dec, 2005 by John Thomas Ambrosi, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

WITNESS my hand and official seal.

My Commission Expires: 11/30/06



Notary Public

KAREN F. FERRINI
Notary Public, State of New York
No. 4765553
Qualified in Monroe County 2006
Commission Expires Nov. 30, 2006